

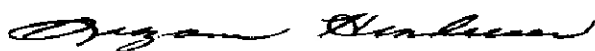
Electronically Recorded

Tarrant County Texas

Official Public Records

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NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OR ALL OF THE FOLLOWING INFORMATION FROM ANY INSTRUMENT THAT TRANSFERS AN INTEREST IN REAL PROPERTY BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

AMENDMENT TO AND RATIFICATION OF OIL AND GAS LEASE

THE STATE OF TEXAS §
 § **KNOW ALL MEN BY THESE PRESENTS:**
 COUNTY OF TARRANT §

WHEREAS, on **March 25th, 2008**, a No Surface Use Oil and Gas Lease was entered into by and between **Ta Le, a single person by power of attorney in fact Triet Le and Triet Le, a single person and Tran Le a single person**, ("Lessor," whether one or more), whose address is 3308 Jakes Drive, Arlington, Texas 76014 and **Paloma Barnett, LLC**, ("Lessee," whether one or more), whose address is 1021 Main Street, Suite 2600, Houston, Texas 77002; which is recorded in the Official Public Records of Tarrant County, Texas as **D208183574**; and,

WHEREAS, Paloma Barnett, L.L.C. assigned all of its right, title and interest in and to the lease to Chesapeake Exploration, L.L.C., an Oklahoma limited liability company, whose address is 6100 North Western Avenue, Oklahoma City, Oklahoma 73118; and;

WHEREAS, Total E&P USA, Inc., whose address is 1201 Louisiana Street, Suite 1800, Houston, Texas, 77002, acquired an undivided 25% of Chesapeake's working interest in the aforementioned Lease; and;

WHEREAS, the Lessor(s), Chesapeake Exploration, L.L.C. and Total E&P USA, Inc., their successors and/or assigns, desires to amend said Oil and Gas Lease as set forth below, and

1) The Lease states that the land covered thereby (the "leased premises") is described as follows:

0.2005 acres of land, more or less, also being known as Block 1, Lot 25, Mayhill North, addition to the City of Arlington, Tarrant County, Texas J. Coomb Survey, Abstract 316, Tarrant County, Texas, and amendments thereof, including streets, easements, and alleyways adjacent thereto, and any riparian rights.;

NOW THEREFORE, in consideration of the leased premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the undersigned do hereby amend the Oil and Gas as follows:

The PROPERTY DESCRIPTION within the said Oil and Gas Lease as referenced above, filed in the Official Public Records of Tarrant County, Texas is deleted in its entirety and substituted with the following Property Description:

0.2005 acres, more or less, situated in the Joseph Combs Survey, A-316, and being Lot 25, Block 1, of Mayhill North Addition, an addition to the City of Arlington, Tarrant County, Texas, according to the map or plat thereof recorded in Cabinet A, Slide 5417, Plat Records, Tarrant County Texas.

2) Page Five (5) of the Lease includes the following paragraph:

A MEMORANDUM OF LEASE and not the actual Lease instrument with its addendum, if any, shall be filed of record in Tarrant County, Texas, in order to give constructive notice of Lessee's leasehold interest in the property.

NOW THEREFORE, in consideration of the leased premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the undersigned do hereby amend the Oil and Gas Lease as follows:

The MEMORANDUM OF LEASE paragraph on Page Five (5) of the said Oil and Gas Lease as referenced above, filed in the Official Public Records of Tarrant County, Texas is hereby deleted in its entirety.

WHEREAS, at the time the Lease was entered into, Ta Le, also held an interest in the property; however, neither his signature nor his attorney-in-fact's signature appears on the Lease; and,

WHEREAS, at this time Lessee, its heirs and assigns, desires to have Ta Le adopt, ratify and confirm said Lease and all of the terms and provisions thereto.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the undersigned does hereby adopt, ratify and confirm the Lease as to all of its terms and provisions therein and does hereby lease, grant, demise and let the interest of the undersigned in the land covered by the Lease unto Lessee, its successors and assigns, in accordance with all of the terms and provisions of the Lease as fully and completely as if the undersigned had originally executed, acknowledged and delivered the same to Lessee.

Lessor(s) does hereby adopt, ratify and confirm the Lease, as amended hereby, and does hereby stipulate that the Lease remains in full force and effect. Insofar as is necessary, Lessor(s) does hereby lease, let, and demise to Lessee, its successors and assigns, the lands covered by the Lease, pursuant to the terms and provisions of the Lease.

In the event of a conflict between the provisions contained in this instrument and any other provisions contained in the Lease, the provisions contained in this instrument shall prevail to the extent of such conflict; in all other respects the Lease shall remain in full force and effect.

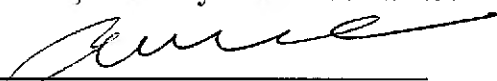
This instrument may be executed in multiple counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, this instrument is executed as of the date of acknowledgment of the signatures below.

EFFECTIVE as of March 25, 2008.

Lessor(s):

By: 
Triet Le, Attorney-in-Fact for Ta Le

By: 
Triet Le

By: 
Tran Le

Lessee(s):

CHESAPEAKE EXPLORATION, L.L.C.

By: _____
Henry J. Hood, Sr. Vice President
Land and Legal & General Counsel

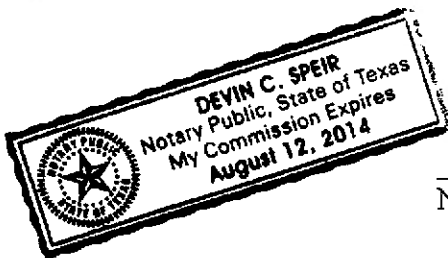
TOTAL E&P USA, INC., a Delaware corporation

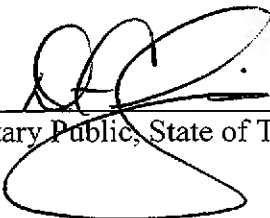
By: _____
Eric Bonnin, Vice President
Business Development and Strategy

ACKNOWLEDGMENTS

STATE OF TEXAS §
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COUNTY OF TARRANT §

This foregoing instrument was acknowledged before me on the 21st day of October 2010, by Triet Le, as Attorney-in-Fact for Ta Le, a single person.



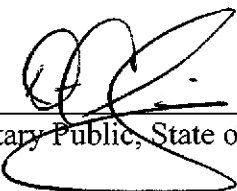


Notary Public, State of Texas

STATE OF TEXAS §
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COUNTY OF TARRANT §

This foregoing instrument was acknowledged before me on the 21st day of October 2010, by Triet Le, a single person.

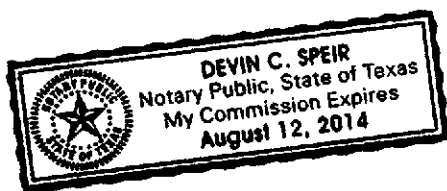




Notary Public, State of Texas

STATE OF TEXAS §
 §
COUNTY OF TARRANT §

This foregoing instrument was acknowledged before me on the 21st day of October 2010, by Tran Le, a single person.





Notary Public, State of Texas

ACKNOWLEDGMENTS

STATE OF _____ §
COUNTY OF _____ §

The foregoing instrument was acknowledged before me on the _____ day of _____, 2010, by **Henry J. Hood, Sr. Vice President – Land and Legal & General Counsel**, on behalf of **CHESAPEAKE EXPLORATION, L.L.C.**

Notary Public in and for The State of _____

STATE OF _____ §
COUNTY OF _____ §

The foregoing instrument was acknowledged before me this _____ day of _____, 2010, by **Eric Bonnin as Vice President – Business Development and Strategy** of **TOTAL E&P USA, INC.**, a Delaware corporation, as the act and deed and behalf of such corporation.

Notary Public in and for The State of _____